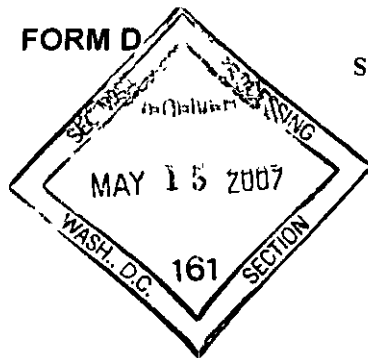


ORIGINAL

122333

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB Approval

OMB Number 3235-0076
Expires: April 30, 2008
Estimated average burden
hours per response 16.00

SEC USE ONLY

Prefix Serial

DATE RECEIVED

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)
Common Stock OfferingFiling Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☒ ULOE
Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)
ENTRIX Holding CompanyAddress of Executive Offices (Number and Street, City, State, Zip Code)
5252 Westchester, Suite 250, Houston, Texas 77005Telephone Number (Including Area Code)
(713) 666-6223Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if
different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business
Sole shareholder of ENTRIX, Inc., an environmental consulting company.

Type of Business Organization

☒ corporation
☐ business trust☐ limited partnership, already formed
☐ limited partnership, to be formed☐ other (please specify):

PROCESSED

MAY 29 2007

Actual or Estimated Date of Incorporation or Organization Month Year
01 2003 ☒ Actual ☐ Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE
CN for Canada; FN for other foreign jurisdiction)THOMSON
FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer requested in Part C, and any material changes from the information previously supplied in parts A and B. Part E and the Appendix

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in the states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



07065354

A. BASIC IDENTIFICATION DATA					
2. Enter the information requested for the following:					
<ul style="list-style-type: none"> • Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; • Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and • Each general and managing partner of partnership issuers. 					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) 2000 Riverside Capital Appreciation Fund, L.P.					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o The Riverside Company, 630 Fifth Avenue, Suite 2400, New York, New York 10111					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Baldrige, Jean					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Baxter, Stuart C.					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o The Riverside Company, 455 Market Street, Suite 1520, San Francisco, California 94105					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Bianchi, Jr., Edward W.					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Campbell, Douglas M.					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Firth, Richard W.					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Freeman, Kevin					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Gurney, Charles					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005					
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner					
Full Name (Last name first, if individual) Hayes, Anne F.					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o The Riverside Company, 630 Fifth Avenue, Suite 2400, New York, New York 10111					

Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Horvath, Lloyd E.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Kaszar, Philip J.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Leonard, Paul
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Markarian, Ralph K.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) McKusick, Robert B.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Mehrl, Jr., Paul M.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Peters, Brenda
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Robilliard, Gordon A.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Rundell, C.A.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Schwartz, Béla R.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o The Riverside Company, 630 Fifth Avenue, Suite 2400, New York, New York 10111
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Spiers, Albert
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Stice, J. Michael					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Stouch, James					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Taylor, Dan D.					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Tomasi, Theodore					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Torney, Daniel					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Umenhofer, Thomas					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Williams, Todd					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o ENTRIX, Inc., 5252 Westchester, Suite 250, Houston, Texas 77005					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Giambastiani, John					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Biological Research Associates, LLC., 3905 Crescent Park Drive, Riverview, Florida 33569					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Teitt, Jim					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Biological Research Associates, LLC., 3905 Crescent Park Drive, Riverview, Florida 33569					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Callahan, Jr., Richard J.					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Biological Research Associates, LLC., 3905 Crescent Park Drive, Riverview, Florida 33569					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Carey, William B.					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Biological Research Associates, LLC., 3905 Crescent Park Drive, Riverview, Florida 33569					

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Godley, J. Steven					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Biological Research Associates, LLC., 3905 Crescent Park Drive, Riverview, Florida 33569					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) West, Dana L.					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Biological Research Associates, LLC., 3905 Crescent Park Drive, Riverview, Florida 33569					

B. INFORMATION ABOUT OFFERING			
1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>	
2. What is the minimum investment that will be accepted from any individual?	\$ 193.00		
3. Does the offering permit joint ownership of a single unit?	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. N/A			
Full Name (Last Name first, if individual)			
Business or Residence Address (Number and Street, City, State, Zip Code)			
Name of Associated Broker or Dealer			
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)..... <input type="checkbox"/> All States <div style="display: flex; flex-wrap: wrap; padding: 0;"> <div style="margin-right: 10px;">[AL]</div><div style="margin-right: 10px;">[AK]</div><div style="margin-right: 10px;">[AZ]</div><div style="margin-right: 10px;">[AR]</div><div style="margin-right: 10px;">[CA]</div><div style="margin-right: 10px;">[CO]</div><div style="margin-right: 10px;">[CT]</div><div style="margin-right: 10px;">[DE]</div><div style="margin-right: 10px;">[DC]</div><div style="margin-right: 10px;">[FL]</div><div style="margin-right: 10px;">[GA]</div><div style="margin-right: 10px;">[HI]</div><div style="margin-right: 10px;">[ID]</div> <div style="margin-right: 10px;">[IL]</div><div style="margin-right: 10px;">[IN]</div><div style="margin-right: 10px;">[IA]</div><div style="margin-right: 10px;">[KS]</div><div style="margin-right: 10px;">[KY]</div><div style="margin-right: 10px;">[LA]</div><div style="margin-right: 10px;">[ME]</div><div style="margin-right: 10px;">[MD]</div><div style="margin-right: 10px;">[MA]</div><div style="margin-right: 10px;">[MI]</div><div style="margin-right: 10px;">[MN]</div><div style="margin-right: 10px;">[MS]</div><div style="margin-right: 10px;">[MO]</div> <div style="margin-right: 10px;">[MT]</div><div style="margin-right: 10px;">[NE]</div><div style="margin-right: 10px;">[NV]</div><div style="margin-right: 10px;">[NH]</div><div style="margin-right: 10px;">[NJ]</div><div style="margin-right: 10px;">[NM]</div><div style="margin-right: 10px;">[NY]</div><div style="margin-right: 10px;">[NC]</div><div style="margin-right: 10px;">[ND]</div><div style="margin-right: 10px;">[OH]</div><div style="margin-right: 10px;">[OK]</div><div style="margin-right: 10px;">[OR]</div><div style="margin-right: 10px;">[PA]</div> <div style="margin-right: 10px;">[RI]</div><div style="margin-right: 10px;">[SC]</div><div style="margin-right: 10px;">[SD]</div><div style="margin-right: 10px;">[TN]</div><div style="margin-right: 10px;">[TX]</div><div style="margin-right: 10px;">[UT]</div><div style="margin-right: 10px;">[VT]</div><div style="margin-right: 10px;">[VA]</div><div style="margin-right: 10px;">[WA]</div><div style="margin-right: 10px;">[WV]</div><div style="margin-right: 10px;">[WI]</div><div style="margin-right: 10px;">[WY]</div><div style="margin-right: 10px;">[PR]</div> </div>			
Full Name (Last Name first, if individual)			
Business or Residence Address (Number and Street, City, State, Zip Code)			
Name of Associated Broker or Dealer			
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)..... <input type="checkbox"/> All States <div style="display: flex; flex-wrap: wrap; padding: 0;"> <div style="margin-right: 10px;">[AL]</div><div style="margin-right: 10px;">[AK]</div><div style="margin-right: 10px;">[AZ]</div><div style="margin-right: 10px;">[AR]</div><div style="margin-right: 10px;">[CA]</div><div style="margin-right: 10px;">[CO]</div><div style="margin-right: 10px;">[CT]</div><div style="margin-right: 10px;">[DE]</div><div style="margin-right: 10px;">[DC]</div><div style="margin-right: 10px;">[FL]</div><div style="margin-right: 10px;">[GA]</div><div style="margin-right: 10px;">[HI]</div><div style="margin-right: 10px;">[ID]</div> <div style="margin-right: 10px;">[IL]</div><div style="margin-right: 10px;">[IN]</div><div style="margin-right: 10px;">[IA]</div><div style="margin-right: 10px;">[KS]</div><div style="margin-right: 10px;">[KY]</div><div style="margin-right: 10px;">[LA]</div><div style="margin-right: 10px;">[ME]</div><div style="margin-right: 10px;">[MD]</div><div style="margin-right: 10px;">[MA]</div><div style="margin-right: 10px;">[MI]</div><div style="margin-right: 10px;">[MN]</div><div style="margin-right: 10px;">[MS]</div><div style="margin-right: 10px;">[MO]</div> <div style="margin-right: 10px;">[MT]</div><div style="margin-right: 10px;">[NE]</div><div style="margin-right: 10px;">[NV]</div><div style="margin-right: 10px;">[NH]</div><div style="margin-right: 10px;">[NJ]</div><div style="margin-right: 10px;">[NM]</div><div style="margin-right: 10px;">[NY]</div><div style="margin-right: 10px;">[NC]</div><div style="margin-right: 10px;">[ND]</div><div style="margin-right: 10px;">[OH]</div><div style="margin-right: 10px;">[OK]</div><div style="margin-right: 10px;">[OR]</div><div style="margin-right: 10px;">[PA]</div> <div style="margin-right: 10px;">[RI]</div><div style="margin-right: 10px;">[SC]</div><div style="margin-right: 10px;">[SD]</div><div style="margin-right: 10px;">[TN]</div><div style="margin-right: 10px;">[TX]</div><div style="margin-right: 10px;">[UT]</div><div style="margin-right: 10px;">[VT]</div><div style="margin-right: 10px;">[VA]</div><div style="margin-right: 10px;">[WA]</div><div style="margin-right: 10px;">[WV]</div><div style="margin-right: 10px;">[WI]</div><div style="margin-right: 10px;">[WY]</div><div style="margin-right: 10px;">[PR]</div> </div>			
Full Name (Last Name first, if individual)			
Business or Residence Address (Number and Street, City, State, Zip Code)			
Name of Associated Broker or Dealer			
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)..... <input type="checkbox"/> All States <div style="display: flex; flex-wrap: wrap; padding: 0;"> <div style="margin-right: 10px;">[AL]</div><div style="margin-right: 10px;">[AK]</div><div style="margin-right: 10px;">[AZ]</div><div style="margin-right: 10px;">[AR]</div><div style="margin-right: 10px;">[CA]</div><div style="margin-right: 10px;">[CO]</div><div style="margin-right: 10px;">[CT]</div><div style="margin-right: 10px;">[DE]</div><div style="margin-right: 10px;">[DC]</div><div style="margin-right: 10px;">[FL]</div><div style="margin-right: 10px;">[GA]</div><div style="margin-right: 10px;">[HI]</div><div style="margin-right: 10px;">[ID]</div> <div style="margin-right: 10px;">[IL]</div><div style="margin-right: 10px;">[IN]</div><div style="margin-right: 10px;">[IA]</div><div style="margin-right: 10px;">[KS]</div><div style="margin-right: 10px;">[KY]</div><div style="margin-right: 10px;">[LA]</div><div style="margin-right: 10px;">[ME]</div><div style="margin-right: 10px;">[MD]</div><div style="margin-right: 10px;">[MA]</div><div style="margin-right: 10px;">[MI]</div><div style="margin-right: 10px;">[MN]</div><div style="margin-right: 10px;">[MS]</div><div style="margin-right: 10px;">[MO]</div> <div style="margin-right: 10px;">[MT]</div><div style="margin-right: 10px;">[NE]</div><div style="margin-right: 10px;">[NV]</div><div style="margin-right: 10px;">[NH]</div><div style="margin-right: 10px;">[NJ]</div><div style="margin-right: 10px;">[NM]</div><div style="margin-right: 10px;">[NY]</div><div style="margin-right: 10px;">[NC]</div><div style="margin-right: 10px;">[ND]</div><div style="margin-right: 10px;">[OH]</div><div style="margin-right: 10px;">[OK]</div><div style="margin-right: 10px;">[OR]</div><div style="margin-right: 10px;">[PA]</div> <div style="margin-right: 10px;">[RI]</div><div style="margin-right: 10px;">[SC]</div><div style="margin-right: 10px;">[SD]</div><div style="margin-right: 10px;">[TN]</div><div style="margin-right: 10px;">[TX]</div><div style="margin-right: 10px;">[UT]</div><div style="margin-right: 10px;">[VT]</div><div style="margin-right: 10px;">[VA]</div><div style="margin-right: 10px;">[WA]</div><div style="margin-right: 10px;">[WV]</div><div style="margin-right: 10px;">[WI]</div><div style="margin-right: 10px;">[WY]</div><div style="margin-right: 10px;">[PR]</div> </div>			
Full Name (Last Name first, if individual)			
Business or Residence Address (Number and Street, City, State, Zip Code)			
Name of Associated Broker or Dealer			
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)..... <input type="checkbox"/> All States <div style="display: flex; flex-wrap: wrap; padding: 0;"> <div style="margin-right: 10px;">[AL]</div><div style="margin-right: 10px;">[AK]</div><div style="margin-right: 10px;">[AZ]</div><div style="margin-right: 10px;">[AR]</div><div style="margin-right: 10px;">[CA]</div><div style="margin-right: 10px;">[CO]</div><div style="margin-right: 10px;">[CT]</div><div style="margin-right: 10px;">[DE]</div><div style="margin-right: 10px;">[DC]</div><div style="margin-right: 10px;">[FL]</div><div style="margin-right: 10px;">[GA]</div><div style="margin-right: 10px;">[HI]</div><div style="margin-right: 10px;">[ID]</div> <div style="margin-right: 10px;">[IL]</div><div style="margin-right: 10px;">[IN]</div><div style="margin-right: 10px;">[IA]</div><div style="margin-right: 10px;">[KS]</div><div style="margin-right: 10px;">[KY]</div><div style="margin-right: 10px;">[LA]</div><div style="margin-right: 10px;">[ME]</div><div style="margin-right: 10px;">[MD]</div><div style="margin-right: 10px;">[MA]</div><div style="margin-right: 10px;">[MI]</div><div style="margin-right: 10px;">[MN]</div><div style="margin-right: 10px;">[MS]</div><div style="margin-right: 10px;">[MO]</div> <div style="margin-right: 10px;">[MT]</div><div style="margin-right: 10px;">[NE]</div><div style="margin-right: 10px;">[NV]</div><div style="margin-right: 10px;">[NH]</div><div style="margin-right: 10px;">[NJ]</div><div style="margin-right: 10px;">[NM]</div><div style="margin-right: 10px;">[NY]</div><div style="margin-right: 10px;">[NC]</div><div style="margin-right: 10px;">[ND]</div><div style="margin-right: 10px;">[OH]</div><div style="margin-right: 10px;">[OK]</div><div style="margin-right: 10px;">[OR]</div><div style="margin-right: 10px;">[PA]</div> <div style="margin-right: 10px;">[RI]</div><div style="margin-right: 10px;">[SC]</div><div style="margin-right: 10px;">[SD]</div><div style="margin-right: 10px;">[TN]</div><div style="margin-right: 10px;">[TX]</div><div style="margin-right: 10px;">[UT]</div><div style="margin-right: 10px;">[VT]</div><div style="margin-right: 10px;">[VA]</div><div style="margin-right: 10px;">[WA]</div><div style="margin-right: 10px;">[WV]</div><div style="margin-right: 10px;">[WI]</div><div style="margin-right: 10px;">[WY]</div><div style="margin-right: 10px;">[PR]</div> </div>			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0	\$ 0
Equity:	\$ 8,284,911	\$ 7,771,724
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify _____)	\$ 0	\$ 0
Total	\$ 8,284,911	\$ 7,771,724

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	28	\$ 7,360,827
Non-accredited Investors.....	19	\$ 410,897
Total (for filings under Rule 504 only).....		\$ 7,771,724

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/> \$ 0.00
Printing and Engraving Costs.....	<input checked="" type="checkbox"/> \$ 500
Legal Fees	<input checked="" type="checkbox"/> \$ 20,000
Accounting Fees.....	<input checked="" type="checkbox"/> \$ 1,000
Engineering Fees.....	<input type="checkbox"/> \$ 0.00
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/> \$ 0.00
Other Expenses (identify).....	<input type="checkbox"/> \$ 0.00
Total	<input checked="" type="checkbox"/> \$ 21,500

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- b. Enter the difference between the aggregate offering price given in response to Part C Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."


\$ 8,263,411

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase of real estate.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>8,263,411</u>
Repayment of indebtedness.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Working capital.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Other (specify):		
.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Column Totals.....	<input type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>8,263,411</u>
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>8,263,411</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) ENTRIX Holding Company	Signature 	Date May 14, 2007
Name of Signer (Print or Type) Douglas M. Campbell	Title of Signer (Print or Type) Vice President	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

APPENDIX

APPENDIX									
1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Common Stock \$8,284,911	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK		X	Common Stock \$49,987	1	\$49,987				X
AZ									
AR									
CA	X		Common Stock \$412,055	5	335,048	4	\$77,007		X
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

1	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E- Item 1)	
State	Yes	No	Common Stock \$8,284,911	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA		X	Common Stock \$25,669	1	\$9,650	2	\$16,019		X
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA		X	Common Stock \$15,054	1	\$15,054				X
WA	X		Common Stock \$251,672	5	\$213,072	1	\$38,600		X
WV									
WI									
WY									
PR									